**DECLARATION AND POWER OF ATTORNEY- USA PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled MINIMALLY INVASIVE ACCESS DEVICE AND METHOD; the specification of which was filed on **October 2, 2003** as Application Serial No. **10/678,744**.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

POWER OF ATTORNEY: I hereby appoint the registrants of Knobbe, Martens, Olson & Bear, LLP, 2040 Main Street, 14th Floor, Irvine, California 92614, Telephone (949) 760-0404, **Customer No. 20,995**.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: **Alan E. Shluzas**

Inventor's signature *Alan E Shluzas*

Date 2/13/2004

Residence: **84 Acorn Street, Millis MA 02054**

Citizenship: **United States**

Full name of second inventor: **Gary Lowery, MD**

Inventor's signature *Gary L. Lowery*

Date *February 11, 2004*

Residence: **4136 E. Hancock Drive, Phoenix AZ 85028**

Citizenship: **United States**

Send Correspondence To:

KNOBBE, MARTENS, OLSON & BEAR, LLP

Customer No. 20,995

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ASSIGNMENT

WHEREAS, We, Alan E. Shluzas, a United States citizen, residing at 84 Acorn Street, Millis MA 02054, and Gary Lowery, MD, a United States citizen, residing at 4136 E. Hancock Drive, Phoenix AZ 85028, have invented certain new and useful improvements in a MINIMALLY INVASIVE ACCESS DEVICE AND METHOD for which we have filed an application for Letters Patent in the United States, Application No. 10/678744, Filed on October 2, 2003;

AND WHEREAS, Endius, Inc. (hereinafter "ASSIGNEE"), a Delaware Corporation, with its principal place of business at 23 West Bacon Street, Plainville, MA 02762, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said inventors, do hereby acknowledge that we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all provisional applications relating thereto, and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and we hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 13 day of February, 2004

Alan E. Shluzas
Alan E. Shluzas

STATE OF Massachusetts }
COUNTY OF Norfolk } ss. 015-68-8369

On Feb 13 2004, before me, PATRICIA E. HAMEL, personally appeared Alan E. Shluzas personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in he authorized capacity(ies), and that by he signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

Patricia E. Hamel
Notary Signature

COPY

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 11 day of February, 2004.

Gary L. Lowery
Gary Lowery, MD

STATE OF Arizona

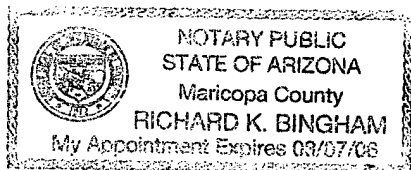
COUNTY OF Maricopa

ss. 242-82-6776

On Feb 11, 2004, before me, Gary L. Lowery, personally appeared Gary Lowery, MD personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in he authorized capacity(ies), and that by he signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



[Signature]
Notary Signature